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Signed and Filed: February 4, 2019

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U.S. Bankruptcy Judge

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UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

<b>In re:</b>	Case Nos. 19 -30088 (DM)
<b>PG&amp;E CORPORATION,</b>	19 -30089 (DM)
<b>- and -</b>	Chapter 11
<b>PACIFIC GAS AND ELECTRIC COMPANY,</b>	<b>ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105(A) AND 107(B) AND BANKRUPTCY RULE 9018 AUTHORIZING THE DEBTORS TO FILE UNDER SEAL THE PROPOSED DEBTOR-IN-POSSESSION FINANCING FEE LETTERS</b>
<b>Debtors.</b>	
<input type="checkbox"/> Affects PG&E Corporation <input type="checkbox"/> Affects Pacific Gas and Electric Company <input checked="" type="checkbox"/> Affects both Debtors	Date: January 31, 2019 Time: 10:00 a.m. (Pacific) Place: United States Bankruptcy Court Courtroom 17, 16th Floor San Francisco, CA 94102
* All papers shall be filed in the Lead Case, No. 19-30088 (DM).	

1           Upon the Motion, dated January 29, 2019 (the “**Motion**”),<sup>1</sup> of PG&E Corporation (“**PG&E**  
2 **Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession  
3 (collectively, “**PG&E**” or the “**Debtors**”), pursuant to sections 105(a) and 107(b) of title 11 of the  
4 United States Code (the “**Bankruptcy Code**”) and Rule 9018 of the Federal Rules of Bankruptcy  
5 Procedure (the “**Bankruptcy Rules**”), for authority to file the Fee Letters under seal, all as more fully  
6 set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief  
7 requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Order Referring Bankruptcy Cases*  
8 *and Proceedings to Bankruptcy Judges*, General Order 24 and Rule 5011-1(a) of the Bankruptcy Local  
9 Rules for the United States District Court for the Northern District of California (the “**Bankruptcy**  
10 **Local Rules**”); and consideration of the Motion and the relief requested therein being a core  
11 proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28  
12 U.S.C. §§ 1408 and 1409; and the Court having found and determined that notice of the Motion as  
13 provided to the parties listed therein is reasonable and sufficient under the circumstances, and it  
14 appearing that no other or further notice need be provided; and this Court having reviewed the Motion,  
15 the Kurtz Declaration and the Wells Declaration; and this Court having determined that the legal and  
16 factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing  
17 that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors,  
18 shareholders, and all parties in interest; and upon all of the proceedings had before this Court and after  
19 due deliberation and sufficient cause appearing therefor,

20           **IT IS HEREBY ORDERED THAT:**

- 21           1.       The Motion is granted on a final basis as provided herein.
- 22           2.       The Debtors are authorized to file the Fee Letters under seal pursuant to section 107(b)  
23 of the Bankruptcy Code and Bankruptcy Rule 9018.
- 24           3.       The Fee Letters are confidential, shall remain under seal, and shall not be made  
25 available to anyone without the consent of the Debtors and the parties to the Fee Letters, except that  
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27           <sup>1</sup> Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the  
28 Motion.

1 copies of the Fee Letters shall be provided to (i) the Court, (ii) the U.S. Trustee on a strictly confidential  
2 basis, and (iii) counsel and financial advisors to any statutory committee appointed in these Chapter  
3 11 Cases on a strictly confidential and “professionals’ eyes only” basis.

4 4. Notice of the Motion as provided therein shall be deemed good and sufficient and the  
5 requirements of the Bankruptcy Local Rules are satisfied by such notice.

6 5. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order shall  
7 be immediately effective and enforceable upon its entry.

8 6. The Debtors are authorized to take all actions necessary to effectuate the relief granted  
9 pursuant to this Order in accordance with the Motion.

10 7. This Court shall retain jurisdiction to hear and determine all matters arising from or  
11 related to the implementation, interpretation, or enforcement of this Order.

12 \*\* END OF ORDER \*\*  
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28 ORDER AUTHORIZING FILING  
UNDER SEAL OF FEE LETTERS